## In The Matter Of:

GILEAD SCIENCES, INC. et al v TEVA PHARMACEUTICALS USA INC.

August 29, 2013

SOUTHERN DISTRICT REPORTERS
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NEW YORK, NY 10007
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    UNITED STATES DISTRICT COURT
     SOUTHERN DISTRICT OF NEW YORK
    GILEAD SCIENCES, INC. et al
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                     Plaintiffs
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               37
                                            10 CV 1796 (RJS)
     TEVA PHARMACEUTICALS USA INC.
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                     Defendants
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                                             New York, N.Y.
 9
                                             August 29, 2013
                                                2:45 p.m.
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     Before:
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                         HON. RICHARD J. SULLIVAN
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                                              District Judge
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14
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          (In chambers)
 1
          THE COURT: Hello counsel?
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          MR. CANNELLA: Yes.
          THE COURT: Hi.
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 5
          MR. CANNELLA: Good afternoon, your Honor.
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MR. CANNELLA: Your Honor, Mr. Cannella. 1

- THE COURT: Yes. 2
- MR. CANNELLA: I will attempt to make the journey down memory lane a short one. You are correct the parties announced to you that we had reached an agreement in principle. You are 5 also correct that subsequent to that time, we did in fact reduce the agreement in principle to writing. Your Honor may
- also recall that we are required by statute to submit that type
- of an agreement to both the Department of Justice and the Federal Trade Commission for review.

We asked your Honor to dismiss 90 days down the road to give the FTC and the Department of Justice some time to review it. We subsequently heard, I believe on the day before the 90-day period was to expire, that the Federal Trade Commission had a "concern" over one of the provisions in the agreement. We so notified your Honor in writing and asked for an extension of time. Both parties subsequently have 18 communicated with the Federal Trade Commission in an attempt to dissuade it of its purported concern. Those efforts proved unsuccessful, and the Commission reiterated its concern over 21 just one provision in the agreement.

Fortunately, for all concerned, your Honor, as of late vesterday afternoon, the parties have determined that they will drop the "offending" provision from the agreement. So we simply now have to prepare and execute a simple amendment to

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- 6 THE COURT: Let me just take appearances to let me
- 7 know who is here. For the plaintiff?
- MR. CANNELLA: Nick Cannella, your Honor. 8
- 9 THE COURT: Mr. Cannella, good afternoon.
- For the defendant? 10
- 11 MR. GALBRAITH: Jim Galbraith, your Honor.
- 12 MR. HASHMALL: And David Hashmall, your Honor, Goodwin
- Procter. 13
- THE COURT: That's all? 14
- 15 MR. CANNELLA: It is, your Honor.
- THE COURT: I'm here with the court reporter. So if I 16
- 17 could ask each of you to identify yourselves each time we speak
- so we could make sure we have the correct voice attributions on 18
- the transcript. 19
- 20 This is a trip down memory lane, I think, or at least
- 21 I thought we settled this thing. You guys were working out the
- 22 fine print in details, but I guess the last correspondence I
- got from you indicated that there might be some things worth
- 25 So, where are we? What's going on?

1 the underlying settlement agreement, send that down to the

- Federal Trade Commission, and then your Honor will be able to
- dismiss the case.
- THE COURT: OK.
- 5 MR. CANNELLA: We firmly believe that there are no
- hurdles left. In candor, we did not see this original
- agreement as having any difficulty, but since the Commission
- has raised its concern with respect to only one provision, and
- we are now eliminating that provision, we have the greatest
- confidence that we are, once we sign the amendment in the
- ministerial phase, which is just giving it to the Commission
- and then we will notify your Honor promptly that we have done
- that, and you can dismiss the case. 13

14 We expect all of that will happen well before the October 1 date that your Honor has given us to try to get this all resolved, and we will let you know as soon as it does.

17 THE COURT: OK. That sounds pretty good. Maybe the upside is I don't have to do a darn thing. All right. 18

Do you mind my asking what is the offending provision? 19 20 MR. CANNELLA: Not at all, your Honor. Just a little

bit of background, if I may. The Federal Trade Commission has

- historically taken issue with settlements between brand
- companies and generics when those settlements have what are 23
- called reverse payments in them where the brand name company
- 25 pays a sum of money to the generic company, allegedly in

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## August 29, 2013 TEVA PHARMACEUTICALS USA INC. D8tQqilC Page 5 1 exchange for the generic company's agreement to stay off the 2 market longer than the generic company might otherwise have 3 done so. Not too long ago, your Honor may be aware, the Supreme 5 Court addressed such provisions in a very split court 6 five-three and they found that the such provisions could 7 potentially violate the antitrust laws that had to be evaluated 8 under the rule of reason. That has emboldened the FTC and has 9 breathed new life into its enforcement efforts. So now they have reached out in our agreement, and, as 10 11 I understand it, in some others, to challenge the agreements 12 even though there is no reverse payment provision. No money 13 was to change hands under our agreement. That song, quite 21 frankly, has never had too many folks singing in its choir. Every court that has addressed it in the past has 23 rejected the argument, but they have raised the argument in 24 connection with our settlement. The parties here were not 25 looking to trade one lawsuit for another lawsuit. D8tQgilC Page 6 THE COURT: Right. 1 MR. CANNELLA: We don't want to fight the FTC even 3 though we were confident we were correct. So if we could not 4 resolve it, we would go back and fight a patent case. 5 THE COURT: That's interesting. Thanks for letting me 10 11 know. I expect to hear on or before October 1st from you, and 12 hopefully it goes according to plan. If there is an additional 13 hiccup, let me know. Anything else I should do or be thinking 14 about now? 15 MR. CANNELLA: Not from plaintiff's perspective, your 16 Honor. MR. GALBRAITH: No, your Honor, not from defendants. 17 THE COURT: OK. Great. If you want a copy of the 18 19 transcript, you can contact the court reporters' office, but, otherwise, I guess I'll wait till I hear from you. Enjoy the 21 rest of the summer. 22 MR. GALBRAITH: Thank you, your Honor. Thank you for 23 your time. THE COURT: Thanks for cluing me in. Take care. 24

(Adjourned)

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